MARVEL

J. MICHAEL STRACZYNSKI

JOHN ROMITA JR. • SCOTT HANNA

THE AMAZING SPIDER-MAN®

HAPPY BIRTHDAY

THE AMAZING SPIDER-MAN

HAPPY BIRTHDAY

THE AMAZING SPIDER-MAN

HAPPY BIRTHDAY

WRITER: J. MICHAEL STRACZYNSKI
PENCILS: JOHN ROMITA JR.
WITH JOHN ROMITA SR.
INKS: SCOTT HANNA
COLORS: AVALON STUDIOS' DAN KEMP & MATT MILLA
LETTERS: VIRTUAL CALLIGRAPHY'S RANDY GENTILE, CORY PETIT & DAVE SHARPE
COVER ART: TONY HARRIA, J. SCOTT CAMPBELL & JASON PEARSON
ASSISTANT EDITORS: WARREN SIMONS & JOHN MIESEGAES
EDITOR: AXEL ALONSO

COLLECTIONS EDITOR: JEFF YOUNGQUIST
ASSISTANT EDITOR: JENNIFER GRÜNWALD
BOOK DESIGNER: PATRICK McGRATH

DIGITAL MANAGER/PRODUCTION: TIM SMITH 3
DIGITAL PRODUCTION: KOU CHEN

EDITOR IN CHIEF: JOE QUESADA
PUBLISHER: DAN BUCKLEY

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

#57

"So today I've got a real treat for you."

PS 108

Stan Lee Presents... HAPPY BIRTHDAY Part One

It's easy to see science as just problem solving. X is to Y as Y is to Z. But there's poetry in science. There's elegance and beauty in science.

So I ordered, out of my own pocket, mind you, copies of my favorite chapbook ever written. A book that brings together science and poetry in one magnificent equation.

Let me guess...it's called *"The Poetry of Science."*

Very funny. Who'd give a book a lame name like that?

It's called "Poetry ***and*** Science."

And just for that, Joey, you get the honor of opening the box and handing out the copies.

There comes a point where, whether you're discussing quantum physics, dark matter or the birth of stars, simple words and equations aren't enough anymore. What you're looking at is so remarkable, so breathtaking, that you have no choice but to fall back on poetry.

-Poetry as language!

-Science as languag

Er, Mr. Parker--

I know what you're thinking. How can poetry, the language of the heart, ever intersect with science, the language of the mind?

No, actually, I --

Good question.

That's why I wanted each of you to have this book, as my personal gift to everyone as we get closer to summer vacation. I found this in the school library when I was your age, and it opened my eyes to the beauty and elegance of science. It changed my world in ways I can never explain to you.

I want you to have it in the hopes that it will affect you as it did me.

—Poetry lanaue

Becky, I want you to start off by reading from page sixteen.

Mr. Parker, are you sure you--

It's the passage that started me on the road to science. The passage that changed my world. The words that made me who I am today.

Go on, Becky.

ESSENTIALS OF COOKING WITH FOWL PIG AND

ESSENTIALS OF COOKING

Well... okay.

...ahem....

"First, take the chicken by the legs and spread the legs as far as you can. Then pin the legs back and begin to stuff the opening with one hand while--

ESSE

Waitaminnit--

"--with the other hand--"

WAITAMINNIT!

GIVEMETHATWHATTHEHECK?!?

But this...this isn't --

So, Mr. Parker--

ESSENTIALS OF COOKING WITH FOWL, PIG AND COW

by Bernadette Carol-Meyers

--which part of that was the one that changed your life?

HA! HA! HA! HA!

This was it. This was the last straw. I knew this would be the biggest battle of my career. But it had to be done.

I was going to slay the monster in its lair. I was going to go into dark places and do battle with the dragon.

Come what may, live or die, I was going after Julie in Administration.

2B

ADMINISTRATION

--and I was talking to Shirley over in accounting, and she said that she's been sending Janey's checks to a new address. She's apparently living with David, but she doesn't want anyone to know, because--

EXIT

JULIE!

Hello, Peter.
I didn't know you were working today.
I'm here *every* Tuesday and Thursday.
Yes. Well, except when you call in sick. Which happens so often. It's not my responsibility to keep track of these things.
When I wanted the poetry and science chapbooks, you said there wasn't money in the budget, I'd have to pay for them myself.
That's right.
So I said I'd do the order, but you said individual teachers can't place orders, they have to go through you.
Yes.
You ordered the wrong book!
Are you sure?
What do you *mean,* am I sure?
EXIT
The title I wrote down is the same title that's on the book. This is the book you ordered.
Well, I'm sure you feel that way now, but I'll have to check with--
No it's *not.* You probably wrote it down on one piece of paper and lost it, and wrote *that* down by accident. I *wouldn't* order a *cooking* book.
I--*didn't*--*order*--*that*--*book!* And I want my money back.
I'm sorry, but we can't re*fund* your money, because you didn't *give* it to us in the first place.
You'll have to get it from the publisher.
Becaue you said *not* to.
I *can't* get a refund from the publisher, because I didn't place the *order.* My name's not on the invoice!
Well.
There you are, then. There's nothing I can do.
Yes, there is. *You* can send the books back, and *you* can ask for either a refund or the *right* books. This is the *fourth* time I've had to go around like this with you--

Yes, and we're still dealing with the *last* problems you brought to us.

So I'll see what I can do.

Problems that I *brought*--

Don't tear her desk into shreds and feed it to her, don't tear her desk into shreds and feed it to her, don't--

By the way, Peter--

--I hear it's your birthday in a day or two. What kind of cake would you like?

EXIT

SLAM!

They never understand. Students come and go, teachers come and go...

...but administrative assistants go on forever.

"You have to understand, I'm not a violent man."

I mean, what I do sometimes requires violence, but I'm not a violent man, I'm really not. But I just--

You wanted to deck her.

Twice.

And I hate feeling that way. Why is it that people feel the need to take whatever little authority they have and shove it down your throat? And the smaller the authority, the bigger the shove.

It offends you, doesn't it?

Yeah, it does.

Why?

I--

What do you mean, why?

Why does it offend you?

Shouldn't it?

If a lion broke out of its cage at the zoo, and bit you, it would hurt, sure, and you'd be upset, of course. But would you be offended?

No, of course not.

Why?

Because that's the nature of a lion.

Some people by nature are kind and charitable. You could say that some people, including at least one person at this table, are by their nature heroes.

Ben always reminded me that we each contain all the nobler and meaner aspects of humanity, but some get a bigger dose than others of one thing or another.

Some are petty, and mean, and uncharitable. That's their nature. You can hope for better, even try to lead them to better, and you may even succeed.

But when they behave badly, it's right to be upset by it, or hurt by it, but you can be no more offended by it than you can when a lion bites you.

Because that's their nature.

So what's *my* nature? Really?

I think I'm a hero, but am I really just as petty as Julie? At the end of the day, what am I?

Peter?

And why the heck is there always one of you guys around when I start asking questions like this?

You okay?

Yeah...fine. Just watching the lightning. I used to love watching storms when I was a kid, even though they scared me.

I'd count the seconds between the flash and the thunder and figure out how far away it was. And I'd watch the light to figure out what kind of lightning it was.

Show me.

Bolt lightning.

Sheet lightning.

Red lightning.

Red lightning?

Never a good sign.

MJ?

Yeah?

I gotta go.

I know.

I can hear the sirens even before I'm out the window.

I don't know what's going on, but it's big, that's for sure.

Awfully big.

...holy....

2003

DISCOVER

I ♥ NY

CUP

On second thought, holy has nothing to do with this.

FOR ASGARD!

SHRAAKK!

Get 'em out of here, Sue! I'll cover you!

What about you?

I'll be okay! Just go!

Get behind me!

Daddy!

No!

Head down Fifth! It's clear! Go!

Right!

They don't talk. None of them. I don't think they *can* talk. They just grunt with fury.

And they're strong. Awfully strong.

They're all over me in an instant. Fists in every direction. Can't see. Just got to keep swinging, find an opening.

Somewhere.

Webbing's no good... they just tear right through...can't take much more of this...

Can't see to web up...they're pulling me down...what the hell *are* these things?

Doesn't matter. Can't *let* it matter. If I'm going down--

--I'm taking them with me!

Get off me... get *off* me...

GET OFF ME!

What --?

Okay. So. We gonna hold hands, dance, or fight?

And just so ya know, the answer is number three if ya wanna live.

Ben...?

Ben!

Yeah, yeah, ya can get my autograph later. Now, whaddaya say?

LET'S KICK SOME TRANSDIMENSIONAL BUTT!

He's got my back. I've got his.

We can't lose.

WELCOME TO THE CITY, BOYS! LET ME SHOW YOU HOW WE SAY HI IN THE BRONX!

The key is to keep them from dogpiling me again until I figure out what the heck's going on.

Ben... you said something about these guys being transdimensional--

They're from the Faltine Dimension. We've fought 'em before. They're called the Mindless Ones.

The Mindless Ones?

We're being attacked by hockey fans?

Hey! I like hockey!

And this disproves my point... how?

Look, only thing that matters is, Reed says we gotta keep these things bottled up in Times Square until he can rig up a doohickey to close that dimensional gate and send 'em home.

Doohickey... that's the technical term, right?

Yeah, I got your technical term right here.

See all that up there?

Yeah?

That's the doohickey getting finished. Should work great, assumin' it doesn't blow up the whole freakin' building first.

HELLLIPPPPP!

Ben--

It's okay. Go on. I got 'em.

I'll come back as fast as I can.

Take your time, I'm just getting warmed up.

"How we say hi in the Bronx," he says. Gimme a break.

Lemme show you how we do it on Yancy Street...

Stopping these things is only part of the problem. It's the civilians caught in the middle who always pay the price.

Help me! Somebody, please!

Hang on!

Got you!

Oh!

You're safe now.

Thank you! Thank you, I --

Waitaminnit... that voice.

It can't be--

Can't be what?
I --
Is everything all right?
Julie.
Fine. Just fine.
You sound funny. Are you grinding your teeth under that mask?
No. Ma'am.
Doesn't matter. I probably wasn't using that molar anymore anyway.
Here you are. This should be safe. Now, I --
Wait... before you go--
What?
Could I have your autograph?
For the children.
For my niece.
Her name is Julie. *"To my best friend, Julie"* would be great.
Well, there goes another molar.
One more and I become an honorary Gabby Hayes lookalike.
to Julie from Spider-Man
If you can pull it out of the ground, you can have it.
You... but--
My feelings exactly.

This is bad. They just keep on coming.

Some of them are already starting to get past the blockades. The whole city's going to be overrun by these things pretty soon, unless--

Yes!

ANYONE WHO CAN BREAK FREE, MEET ME ON THE ROOF! HURRY! WE DON'T HAVE MUCH TIME!

I need you all to listen very carefully.

I don't know how the Mindless Ones managed to open that vortex and cross the border into our dimension, but I think I've figured out how to close it again.

This will funnel everyone's power through every vibrational plane until it finds the right one, the one that matches the Faltine Dimension, where they come from.

Once that happens, we overload it and--assuming the equipment doesn't explode--cause the vortex to collapse. When that happens, it will create a kind of vibratory echo that will pull back everyone who came through it, wherever he might have gotten to.

Sounds reasonable. Let's do it.

I have a concern.

Even in hallowed Asgard, we have heard whispers of such creatures. Just as we have heard that the one called Doctor Strange stands between them and the mortal world. Should we not wait upon his arrival before undertaking anything so grave?

I agree.

I mean...in theory, it all sounds great. But face it, there's science and there's magic and what works on one doesn't always work on the other.

Like when you're trying to jump-start somebody's car, and you look at the cables and you can't remember if it's positive to positive or negative to negative, and if you get it wrong there's just this mess where the other person's battery was, and...

Does anybody else want to talk now?

I understand your concern, Thor. And your metaphor, Spider-Man.

Well, mostly.

But I'm afraid we don't have the luxury of time. By my calculations, if we don't move, within the hour there will be tens of thousands of deadly creatures swarming through the New York streets on a path of utter destruction.

We're getting a new cab company?

We have to take the chance. Ready?

I'm good to go.

Thor stands ready.

Say the word.

Here we go.

All right...stand by... stand by...

NOW!

That's it... sensors confirm the vortex is pulling everything back into itself...keep going, give it everything you've got--

Just a little more! Hold on!

That's it! Hang on --

"By the vapors of the Vishanti! *NO!*"

What the--

Do you not realize what you have done?

Yeah, saving the town while you were off snoozing somewhere--

No...you have been tricked. I came as soon as I saw...

It doesn't matter. It is too late.

I had defeated my most terrible foe. Had sent his essence into a dozen different dimensions, diffusing his energy so that it would be impossible for him to reconstitute himself.

What's too late?

He must have had just enough strength left to contact his minions...arrange for an attack that would cause you to bring just such dire energies to bear, in such a way as to pull that which was lost across all the dark dimensions, attracting them all to this one place.

And in so doing, bring his essence from its scattered domains so that they might rejoin and become one.

The nightmare begins again.

"Once more, Dormammu returns!"

#58

It is as I feared. Dormammu has returned.

Stan Lee Presents...

HAPPY BIRTHDAY

Part Two

I thought you said he couldn't come across to this dimension on his own.

And he did not. By tricking you into gathering all the magickal energies from every dimension to try and close the portal, you summoned his essence from where it had been dissipated and scattered.

He could not pierce the veil on his own. Which is why he needed all of you to unwittingly act on his behalf. So that your combined power could bring him here, in pieces, and reconstitute his essence.

Hello?

Standing right here.

It's just...if he's barely managed to pull himself together, maybe he's still vulnerable. The sooner we hit him, the better.

He is correct.

Thanks. So if we all hit him at once--

Right up until that point.

Nuts.

Physical strength will not suffice against Dormammu. I must confront him myself, mystic against mystic.

You will have more than enough to do keeping his minions, the Mindless Ones, from doing more damage than they already have.

Protect the city. But leave Dormammu to me.

You heard the man.

Yeah, but if something happens to the Doc--

Let's get busy!

WHAMMM!

Tell the truth, sunshine. Ya missed me, didn'tcha? You got that look on your face.

KERASSHH!

Here, lemme change it for you.

=Sigh=

As I always say, in for a penny, in for a pounding...

At last... I breathe again, I walk again, I live ag--

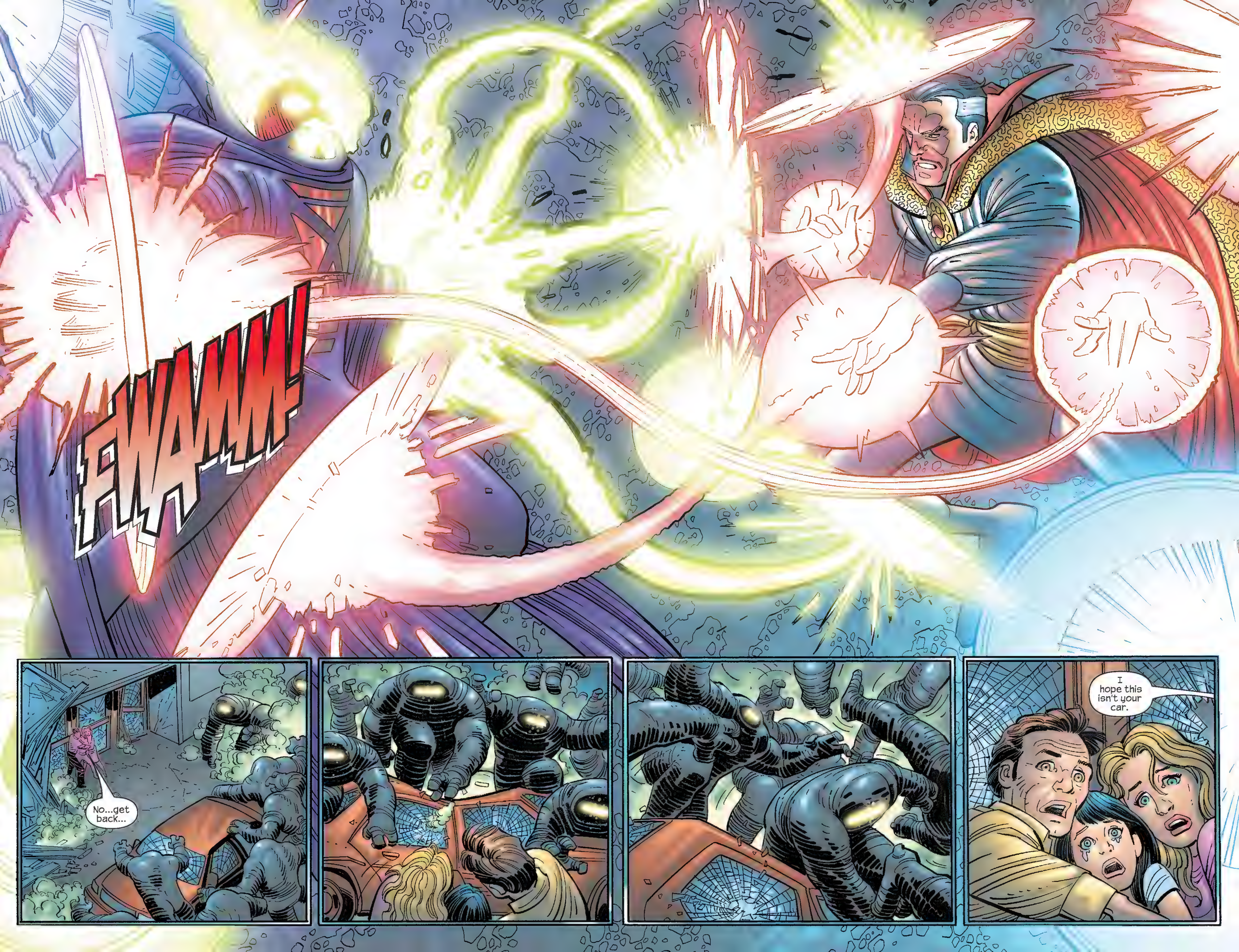
AGGHH!

Who *dares?*

I dare.

By the hoary hosts of Hoggoth, the fires of Ikthalon, the all-seeing Eye of Agamotto and the Winds of Watoomb--

On second thought...let's just get to it, shall we?


FWAMM!
No...get back...
I hope this isn't your car.

Because I don't think...this is covered...by your insurance...

UNGH!

Daddy!

Hold on!

Everybody okay?

Yeah... yeah, I think so.

But what's that?

It's someone who chose to go it alone.

It's...

Hey! What's the worst that can happen?

There's no question in my mind that I'm in way over my head. I'm a scientist. I don't do the whole mystical thing real well.

But no one fights a lone battle in my town. Especially Strange.

He's helped me out a lot lately, and I owe him better than that.

Your strength fades, Dormammu. I can feel it.

It is still more than enough to finish you, mortal.

If defeating you means burning up everything that is me, so be it. I would not have done so before, but now I have tasted death once, and I do not fear tasting it again.

Do you, Strange? Do you fear death?

If it would protect this world from you, I would die a thousand times.

Then so be it!

Holy--

No!

Sorry, this is a private dance, no cuts.

So how about we--

UNGH!

ZZZZZAK!

...you shouldn't be here...

...your presence is changing the dynamic of the spell...

...get out...get out while you still...

...no!

KA-BOOOM!

Am I dead?

Because if I'm dead...then who or what is the I that's asking this question?

And if I'm dead, why does my nose itch?

And what's weirder is I can't *find* my nose anymore.

Okay, this is seriously starting to creep me--

Be.

Silent.

BY THE VAPORS OF THE VISHANTI DOES IT TAKE A COURT ORDER TO GET A LITTLE SILENCE AROUND HERE?

Yep. It's you, all right.

Doc? Doc, is that--

Sorry.

Does that count as a word?

One word--just one more word--and when we return to our dimension you will do so in the form of a toad.

ƃdhåmɬʌ ʎɟɥʇ ɹo' ɔǝɟɯo:

It is taking all my power to reconstitute our physical forms in a place outside the physical.

Meaning...?

I am sworn to protect our dimension from Dormammu and all such entities of darkness. Once up to his full strength, no one could oppose him. He would reduce Earth to a smoking cinder and move on to every other world we know.

My purpose was to force him to act before his strength was fully controlled, then turn it, bend it to disrupting space-time around us until--

Until you were both torn apart and scattered to the multi-dimensional winds, is that it?

You were going to throw away your own life to--

Extreme problems often require extreme solutions.

Your presence alarmed Dormammu, and he countered in a way I had not expected. The mystical equation was altered.

Good. Then I'm glad it happened. Because nothing's worth throwing your life away. There's always another way.

I was not willing to risk the life of the universe itself to determine that. There was not enough time.

Unfortunately, time is now all we have.

So what does that--

I believe you will now find your nose acceptably close to where it has always been.

What do you mean *acceptably* close? I--

Back away a bit, Strange, you're creeping me out.

Where are we, anyway?

Your eyes are functioning again. Look around. See for yourself where your intrusion has brought us.

Welcome to the void. The long ***precreation hesitation*** which existed before there was time and space, and remains forever outside them both.

Wow...

...we're trapped outside time and space. Don't you just hate it when that happens?

Then this has happened to you before?

Nnnnnnnno, but I figured it'd probably happened to you, but if it hadn't, I was, y'know, trying to keep a positive outlook, like this happens all the time--

It ***may*** be within my power to return us to our dimension or an approximation thereof.

It is ***definitely*** within my power to leave you here.

Well, ***some***body sure got up on the wrong side of the incantation this morning.

And what did you mean when you said we might return to an ***approximation*** of our dimension?

As I said, we are outside time and space. My skills may correct one, but not both simultaneously. Even if we return to the correct part of space, we will remain outside time, moving back and forth unpredictably.

Anything I can do to help? Other than, y'know, shutting up so you can concentrate?

That would be a most admirable start.

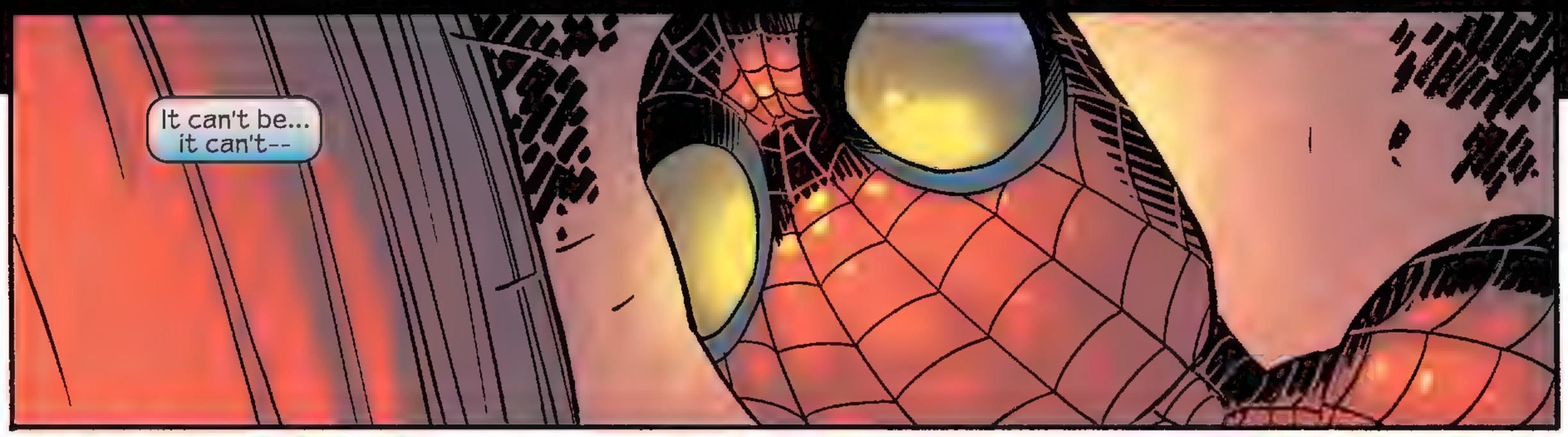
Ni, ni infalli tu dishok, ni amagotto, ni faltine, tu darkanno--

Oboy... here we go. Did I mention I really hate all this magical stuff?

--enrinaro, nul caldo tu zarzat--

BBBBRAUUU

Copa Cola


It can't be... it can't--
Hey, move it, buddy.

HONK! HONK!

MAXELL

You're holding up traffic. Now gedoudda here before I--

UNTIL SEPT 25

JOE LOMBARDI

MAURO Jewelers

But... how can--

It is as I told you--

ARRIVE A

30 RENTALS 30

YOUR SEASONS WOR

--we are outside time.

You are seeing the moments before Dormammu arrived, and the future after all were slain trying to stop him.

But for the moment it still remains a possible future.

It's Shroedinger's Cat.

Shroedinger had this idea that if you put a cat in a box where there's a fifty-fifty chance of poison gas being put into the box, until you open the box the cat is neither alive nor dead, but in a state where it's both alive and dead.

Once you open the box, the quantum possibilites collapse into one reality. A dead cat. Or a live cat.

Exactly.

We are inside the moment ***between*** moments. We may even be able to affect what happens when the quantum possibilities collapse into one reality, ***our*** reality, our future.

We cannot let that moment become this moment. Because I can feel Dormammu sweeping across the planet, leaving only destruction in his wake. All the heroes are dead, leaving behind only the dead, the dying and the wounded--

Help me... someone please, help me--

HELP!

That's MJ...I recognize her voice!

No! We cannot become separated! If we do, we risk becoming lost--

I know what he's saying is true, but if this is even a possible future, I have to protect her if that future becomes the real one, I have to--

Hang on, MJ! I'm coming!

Get away from me! Get AWAY!

I'm not afraid, I'm not afraid, I'm not--

YOU HEARD THE LADY, BACK OFF!

GET BEHIND ME, MJ! STAY THERE!

...Peter...? But I thought you were--I saw you--

Don't believe everything you see on the TV, MJ. Not in this economy.

Just got to clear enough space, buy enough time to swing her out of here before--

EEEEEEE--

NO!

SNAP!

MARY JANE!

NOOOOO!

Oooof!

I'm sorry, MJ, I'm sorry; I--

I'm sorry, May. I'm sorry I let you down.

What the--

I'm nearly out of time. But I'm okay with that, May. There's time for one last stand.

I'll do you proud, May. I swear it.

May?

No...

...no...

RIP
MAY PARKER
LOVING AUNT
DEARLY MISSED

I'd like to stay and talk, but they're coming for me now.

I have to go.

Goodbye, May. I love you.

This can't be.

Can't be.

I shouldn't be here, I--

RIP
MAY PARKER
DEVOTED AUNT
DEARLY MISSED

You shouldn't be here.

What--

I'm sorry, I--

This area is off limits except to authorized personnel.

No...it can't be...

Yeah, typical Parker, can't see where he's going even *with* the glasses.

"We are inside the moment *between* moments.

"We may even be able to affect what happens when the quantum possibilities collapse into one reality.

"Our reality.

"Our future."

#500

I'm lost in time.

Caught between what was, what is, and what may be.

Caught between moments.

Caught between possibilities.

With the potential to change it *all*.

Behind me is New York, and the Mindless Ones, and Dormammu, and the death of every hero in the super-hero phone book unless I can get back there.

What do I do?

Where do I go?

And most important, what do I *dare* to do?

Stan Lee Presents

HAPPY BIRTHDAY, PART THREE

I'm looking at me at seventeen, as the irradiated spider falls toward my hand.

FREEZE!

I'm looking at me older, much older, and somehow I know that this is the end, this is my last stand.

Parker! C'mon, stop daydreaming!

My beginning.

My end.

I can stop this.

I can hit that spider from here with a web, deflect it, and I never have to live like this. Never have to accept these powers. Never have to endure the things I've endured. Never have to make the mistake that killed Uncle Ben.

I can step in, save my future self from what's coming. Buy a little time to find out what's going on and what to do next.

I can--

I was wondering when you were going to get here.

You knew I was coming?

Yeah, I knew you were coming.

You...and someone else.

I don't see anybody.

No. You wouldn't. In the shadows and the dark, nobody could see me when I didn't want to be seen.

I was good back then, Lamont. I was damned good.

Yeah...yeah, you were. But what does that have to do with--

RIP
MAY PARKER
LOVING AUNT
DEARLY MISSED

It doesn't matter. Nothing matters now. Say what you came to say.

It doesn't have to be this way. You know that. If you surrender, take the manslaughter rap, I can help you.

But I can't protect you if you keep going.

Don't do this, Pete. Don't. You're not as fast as you used to be. They have the advantage, and the tech, to take you down. They'll kill you. You know that. You ***have*** to know that.

I know.

But I can't go back now. It's too late. What's done, what ***had*** to be done, is done.

Goodbye, old friend.

Pete, please, listen to me --

It's time. Walk away.

Don't look back.

As soon as the freak moves, take him out. We've got full authority to use lethal force. So don't think twice, because if you do, he'll tear you apart before you can do the same to him.

Understood.

There's nothing you can do. Even if you try, time is about to flip again. Just remember what you've seen here.

I can't warn you about what's coming, because if you know, you'll only make things worse.

It's better this way. Better for me. Better for MJ.

RIP
MAY PARKER
LOVING AUNT
DEARLY MISSED

And better for our son.

His name is Ben.

But it would pretty much have to be, wouldn't it?

We had a good run. We fought the good fight.

And MJ never stopped loving us. Even when it all went bad.

Nothing else matters.

Holy....

Nothing.

Tell MJ you love her. Tell her every night, and every morning.

And as gently as you can, make her understand...

...that we all fall, sooner or later. Nobody lives forever. Nobody gets a free pass.

What matters is that you go down fighting...

...and you go down clean.

...clean....

...clean..

There's nothing you can do...

...nothing you can do.

Isn't there?

I can stop it.

I can put my life back the way it was. Make my life mine again. Ben won't have to die because of me.

But how many other people will die because I wasn't there to save them?

I can't--

God help me...I'm sorry, Ben--

I can't, I can't, I can't *Ican'tIcan't Ican'tI--*

AAAA

I'm sorry, Ben...I'm sorry... I know you would've wanted better of me. I --

Spider-Man...

Doc...? Doc Strange?

I apologize for the delay...it has taken all of my power to find you.

You've gone too far down the timeline for me to come to you. If I try, we may both become lost forever.

So what do you want me to do?

You have to come to me. You will have to find me.

Great. Swell idea.

Ummm.... how?

You will have to come back up your own timeline until you reach the present.

Uh, huh.

Did you get that part about *"how?"*

I am a Sorcerer Supreme, Spider-Man. I miss nothing.

Okay, okay, just checking, don't get your cape in a knot....

I've sent the Spell of Becoming in your direction. You should be seeing it any time now.

Yeah, I see it.

Let it enter you, and bring you forward through your timeline. Follow my voice, and never let go.

If we succeed, you will return to yourself in the moments before the others were tricked into opening the door for Dormammu. You must stop them from repeating their mistake.

Got it. By the way, where did you end up?

I'm sending you this from a billion years in the future.

Yeah? What's it like?

Cold. Dark. Depressing.

Rather much like Newark.

Hey, you made a joke. *You* made a *joke*. You --

AAIIGGHH!!

Yes. Unfortunately, that is considered one of the signs that the end of the world is imminent....

Get up... get up, ya creep....

Who...

Don't tell me you're gonna give up *that* easy...one hit and you're out....

Even if it *is* one hit from--

--the Sandman!

...oboy...

Whoa!

Go ahead and run, ya coward...you gotta stop sooner or later, and then--

Wow, Yogi Berra was right, it's deja vu all over again.

Same high school.

Same lame striped shirt.

Same stupid--

Talk your way outta *this* one.

That hurt. Bad.

And I understand: I'm not just visiting, I'm here, reliving it in the moment. I can be hurt, or killed, and if that happens--

I just have to make sure it doesn't.

Sorry, coming through, gangway, third floor, ladies undergarments, barbed wire and household utilities.

HEY!

I just wish I wasn't so tired. I'm exhausted... don't even know how long I've been at this...

It feels like years.

And maybe it has been.

Have to get to the vacuum cleaner, that's how I got him the first time, when he was so stupid he didn't realize he could--

Follow my voice.

DIE, SPIDER-MAN! DIE!

OOOOOOF!

I'll teach you to spy on me!

=kkkkkrrrrrr=

Can't breathe, can't --

Nothing for you to web onto up here, Spider-Man! And I'm the only one with wings!

Say hello to gravity for me!

OMPH!

Starting to black out...can't black out, I'll drown, can't--

Follow my voice.

HUUUCKK!

Can barely move my arms...just got to slow down for a second...catch my breath...

Ssssss?

Sssssssssssssss...

Dr. Connors? Dr. Connors, Curtis, it's me, it's--

SSSSHHAAAAA!

CRASH!

Never mind. I forgot, we haven't been formally introduced yet. That happens in about half an hour.

Yeah, I missed you too, sunshine.

SSSSHAAAA!

He's fast...I'd almost forgotten how fast...and I'm slow, tired, reflexes are off--

Unnnnhhhh...

--but I can't let that matter, not now...have to keep going--

Nothing personal, Doc...but we're not... that...

--CLOSE!

CRASH!

AAAAAAHHH!

FWIPPP!

Follow my voice.

Didn't see *that* one coming, did you? How... *SHOCKing.*

Not the first time you've been blindsided, I'd imagine.

But it will be the last, courtesy of Electro.

As he comes toward me, and the air fills with the smell of ozone, two things occur to me.

First, why do these guys always refer to themselves in the third person?

Second, I remember that when I came here to face Electro the first time, I'd picked up rubber gloves on the way here.

SO LET'S DO IT!

Huh...

...guess they're not the same guy after all. Stupid Parker...

"...can't rely on him to do anything right."

UNGGGHH!

Hunh... hunh...hunh... just five minutes rest...just give me five--

Follow my voice.

Now who's going to hit me? I--

EEEEEEEEEEE!

Bennet? *Bennet!*

Betty...?

He's been shot! He's...

...he's dead...

Betty...listen to me, there was nothing anybody could do... it was a stray bullet, it--

DON'T YOU TALK TO ME! IT'S YOUR FAULT MY BROTHER'S DEAD!

Betty--

YOUR FAULT!

SLAP

No, it's--

Follow my voice.

--it's not what it looks like.

Yes, but what is?

In the world according to Mysterio, *nothing* is as it seems to be.

Okay, look, tell you what... this is where you tell me how you used tricks to imitate my powers, your plans for my humiliation and death, yadda yadda yadda, kill kill kill...

So since you're gonna yammer on for a while, how about I pull up a chair for a few and catch my breath so you can--

Follow my voice.

HULK SMASH SPIDER!

...ohcrud...

WHAMMM!

Look, Hulk, buddy, pal, big-green-psycho-gamma-guy...I'm on your side, this isn't--

HULK SMASH!

Have to keep clear of the fragments...they weigh a ton, I--

UNNH!

Follow my voice.

Got to keep moving... he'll be after me... shouldn't be that hard to move the rocks...

...no good...they're not moving... doesn't make sense...I should be able to...

Doesn't even feel like stone, more like steel, or--

No...

Dear God, no...

It's ISO-36, the serum Aunt May needs right now or she'll die. I was barely able to move this before, but in this condition...

No. I can't let it happen. This isn't a dream, or a memory. I'm ***here,*** in the moment, and if I fail, she dies. I won't allow it.

I won't.

Come on, Peter...come on...you can do this...you did it before...move, damn you...move....

...this is when it counts...when there's no chance... you can't give up...that's all...

Can't... give...

...up!

Follow my voice.

HELP!

That voice! No, it--

Gwen...
GWEN!
I was just a second too late the first time this happened...
HAHAHAHAHAHAHA!
NO!
HEEEELLLP!
I'll shoot straighter this time, I can save her this time, I can--
Follow my voice.
No...not now...not now... Gwen--
GWEN!

Enough.

Follow my voice.

No.

Follow my voice.

I SAID NO!

I can't do this anymore. I can't. I look at all the things I've done, everything that's happened, and--

--it's just nonstop fighting, violence, madness-- and I've let people die...people I cared about... people I loved--

We cannot save everyone.

Then what's the point?

Do you know what is the greatest gift anyone can receive in his lifetime?

No.

And I don't care. What does this have to do with--

The greatest gift we can receive is to have the chance, just once in our lives, to make a difference.

Do you understand how many gifts you have received? How many times you have made a difference?

Enough for a hundred lifetimes.

If you stop now, then all the times you made a difference before now were for nothing. And all those you care about now, today, will most certainly die.

But you already know this.

I know, it's just...I'm tired, Doc. I'm so tired all of a sudden. I try not to look back, because some days it feels like I'll just drown under the weight of everything I've done, everything I've *had* to do, and I wonder if it was worth it--

Bring it on.

Follow my voice.

Spider-Man...

Yeah?

You are asking the wrong question.

That so? Then what's the *right* question?

We must go now.

I know.

I know.

Follow my voice.
Follow my voice.
Fight your way to me.
Fight the darkness.
Fight despair.
Fight until fighting is impossible.
Then fight your way to me again.
Follow my voice.
Follow my voice.
Follow my voice.

Follow my voice...follow my voice... follow--

Hey, webhead, you're outta bad guys.

I...I'm back, this is where--

Where what?

I have to go!

You say you got back when you been here all the time.

I don't know how the Mindless Ones managed to open that vortex and cross the border into our dimension, but I think I've figured out how to close it again.

This will funnel everyone's power through every vibrational plane until it finds the right one, the one that matches the Faltine Dimension, where they come from. Once that happens, we overload it and--

SAMSUNG

SUNTURY WHISKEY

CocaCola

NO! WAIT!

It's a trick! They *want* you to hit the vortex with multi-vibrational energies. They can use it to bring Dormanno...Dormammu...whatever... back from all the dimensions where he was scattered so he can reassemble himself.

You've got to believe me. If you do this, everybody dies. *Every*body.

Reed, is this possible?

I suppose, but it's quite a leap in logic. How did you--

It's too long a story. You're just going to have to trust me on this. Please. Just wait a little while. Doc Strange was--is--on his way here right now. He can deal with this.

I sense truth in him. And yet we doth know that trickery wears many faces. We shall give you a little while. But no more. If our enemy gains the advantage, we must do as our needs demand.

That's all I'm asking.

THEN LET MJOLNIR BRING FORTH THE STORM!

The next twenty minutes are the hardest in my life. Because they trust me with this. And I realize...they *do* trust me. I've earned their trust.

He shouts. All the time. You ever notice that? He's a shouter.

It's a long way from where I started. So maybe the journey was worthwhile. If this works.

TRAFENA

BIT

And I think this just paid off.

Stand back! This intrusion into our dimension is the work of dark magic, and only magic can counter it.

By the crimson bands of Cyttorak, the Eye of Agamotto, the mists of Morpheus...

Then his voice goes away, swallowed up in the roar of wind and thunder.

And light. A light that comes in from somewhere powerful. Somewhere ancient. Somewhere...else.

Then with a final roar of thunder, the vortex begins to fall apart, drawing back all the Mindless Ones who'd entered, and there's a *flash*...

...and it's over.

Everything, that is, except the explanations.

We must speak.

I'm hip.

--and then I found myself back here again, and I knew what I had to do.

It is a curious story. But you did well, and that is what matters.

I guess. But I wonder what happened to the you that went ahead into time with me. Does he still exist? Did he ever exist now that we changed the future?

I do not know. But, curiously, I found this in my pocket at the end of our battle.

It is for you. A gift. A special gift, for what I have reason to believe may be a very special day.

Oh, crap... I nearly forgot! It's my birthday! They're gonna be waiting for me, and--

Then go. And may the luck of the Vishanti go with you.

Thanks, Doc. See you around.

Perhaps... and perhaps not.

Who--

You tampered with time. You above all should know this does not come without risks...risks of awakening things long asleep.

You could not be defeated as you are. But time is fluid now, and you may be defeated by sending your self to your own beginnings...and changing those beginnings in ways that will make you easier to defeat.

You will return to the beginning...and what magic as may find you there will not be what you expect.

To be concluded in an upcoming "Dr. Strange" miniseries. Surprise!

MJ? You here? MJ?

HAPPY BIRTHDAY!

So was it everything you hoped for?

It was great, MJ. Best birthday I've ever had.

Though I'm still not sure about the bunny slippers...

What was that, Pete?

Nothing.

I think I'll go get some air. You okay clearing up?

"Sure thing...enjoy the night air. It's beautiful tonight."

YOU HAVE FIVE MINUTES. SPEND THEM AS YOU WISH.

Hello, Peter.

Uncle Ben...? I don't believe...it really *is* you....

Well, sure, who else would it be?

It's odd...I was just coming back to May, we'd had a fight, and I was walking in the door, and...there was a sound, I thought it sounded like a gunshot but that doesn't make any....

I know it should mean something, but strangely, it doesn't. What matters is...you're here.

You look good, Pete. Real good.

You look great, Uncle Ben. God, there's so many things I want to tell you...so many things I want to ask your forgiveness for, I--

Forgiveness?

There's nothing you need to be forgiven for, Pete. Not by me.

But I wasn't there when you needed me--

We all mess up sometimes. It's not only inevitable, I think maybe it's even necessary.

You know what would disappoint me? If you didn't reach for the kind of life I wanted for you. If you settled for less because you were afraid of reaching for more. If you walked away from what you believe, even once.

Have you done that?

No. No, I haven't.

Then I taught you right, and your life has meaning.

But the thing is...I've done things, Ben, I've got...abilities now, I can do amazing things. There's stuff you need to know.

And there you're right. There's one question I have to ask you, Peter. An important question. So I can sleep easy.

Anything, Uncle Ben. Anything.

Whatever it is you do now, whatever it is you've become, tell me this, Peter.

Are you happy?

We all go through pain, we all lose people we care about, we all suffer, we all get hurt. It's the price of being human.

But at the end of the day...do you like your life?

Are you ***happy,*** Peter?

It's the damndest thing, but... I am. I'm happy. I have a good life, Ben. A real good life. I'm very lucky. Sometimes I don't realize just how good, and how lucky.

But yeah...I'm happy, Ben.

Then that's the only thing that matters, isn't it?

Maybe so. Maybe that ***is*** the right question.

But I still miss you, Ben. God knows, I've missed you so much.

I've missed you too, Peter. I love you, you know.

I love you too, Ben.

Goodbye, Pete. Take care of May for me.

I will. I swear. I always have, and I always will.

I know...

"So, did you have a nice stroll on the roof?"

Yeah. I did.

Good. I find that a moonlit walk helps clear my head. You too?

Yeah. It sure did this time.

I love you, MJ. God, I love you so much.

I want you to know that. Every night. And every morning.

I love you too, Peter. My lover, my husband, my best friend.

Goodnight, Birthday Boy.

Happy birthday...

ON RADIO CALL
OFF DUTY
TAXI
OFF DUTY
TAXI
TAXI
231110
HARRIS '03

Saturday in the Park with May

-- and Peter's doing so well these days, ever since he got back with Mary Jane.

To tell you the truth, there were times I thought it was never going to happen. But I should have known better.

"Even a blind man could see that they're in love with each other. And while it's true that, despite what everyone says, love ***doesn't*** conquer everything--

"--it does have a habit of conquering ***most*** things. If you let it."

There are times I look at them, and they're so beautiful together, so tender with each other, and I just--

--I just want to cry.

You'd think, after a while, I'd forget what that kind of love feels like. But you never do, do you?

"Then, of course, Peter has to go to work. It's hard when you have to work every day.

"No rest, not even on Saturday."

I'd better get going. MJ, can you give Aunt May a ride to--

No, it's all right.

I have to run some errands, so I may as well get in a walk.

"It's easier that way, you see. I always try to get out before--

"--well, before he has to change into his work clothes.

"I love Peter very much, but there are times I still have a problem with--

"--well, with that."

That whole business I told you about earlier.

About how Peter is Spider-Man.

"So I try not to think about it a great deal. And really, I'm okay with it all. It's not like I have to think about it all the time.

"Not as if I'm faced with it all day, every day.

No fair! I got you with my webs!

Nuh-uh! I tore your webs, eighteyes!

"I find I can put it out of my mind without any problem at all."

No way! You're not that strong!

Am too!

Are not!

Am too!

--and Spider-Guy, he's fighting this other weird kinda bug-woman--

I know, I saw it on the news--

But I'm telling you--

--and I'm *telling* you I *saw* it on--

BISCONTI'S PASTRY SHOP

--he's swinging her around like some kinda rag doll, and boom! He smashes her right into my magazine stand here! Wrecks the whole thing!

I know, I'm telling you, I saw it--

Will you *listen?!*

DAILY TIMES HORA

SPIDER-MAN FAULT

FEAR OF SPIDERS

POLL FINDS 52% OF NYERS AFRAID OF SPIDER-MAN

NYC VOTED TOP CITY

So I get a call from my insurer, they won't pay for any of it! Turns out this kinda stuff ain't covered by my policy! Didn't know *that,* didja?

No, I didn't--

See, you gotta stop watching Foxx News, you miss all the good stuff.

Hey lady, you gonna buy that or just rent it for the afternoon?

CLASSIC Bride

Yeah, well, I was watching O'Reily and he said some insurance policies *do* cover this stuff.

Well, just Thor, being as how when he does something it's, y'know, an act of God, right?

You know what I think? I think you're an even bigger idiot than O'Reily.

Am not.

You're right, that's not possible, what the heck was I thinking?

"So really, most days it's no problem at all to simply not think about these things.

ONE WAY

DON'T WALK

ONE WAY

WALK

"Most days."

"Sometimes if things go too badly I have to hear the details on the news. But most times now Peter tells me himself, which is good, I think. We're so much closer now..."

Can't let him get close to me again. That last hit rattled my teeth.

Good landing, chief. That's some combination of skills you've got there.

Grace of a gazelle.

Brains of a hamster.

SHUDDUP!

Leave me alone! Stop following me!

"No rest.

"Not even on Saturday."

Well, *there's* one chimney that will never threaten us again.

Have to find some way to put this guy down before he tears up half the city.

Question is, how?

When I saw the headline this morning, I just knew something like this was bound to happen...

You want some coffee?

Sure, thanks MJ.

So what're you reading?

Oh, it's an article about DeepCore Tech.

The New York Times

NEVER FORGET

Says here they were developing a mining suit that can let one man go deep underground and literallly core out the ground as he goes, using a combination of high- and low-frequency vibrations that can pulverize rock and shale like powder.

Were developing...?

Somebody stole the prototype. If they're smart, whoever did this will probably put it on the overseas market...

Peter?

...there are a lot of countries out there without the equipment to find and use their own natural resources.

Oh, Peeeter...

SPACE AGE

New suit undergro

One lump or two?

One lump.

SPACE AGE FASHIC

If he was smart, that's what he would have done, all right.

But smart and this guy dine at separate tables.

This oughta slow you down!

Thing is, you don't have to be smart to be able to hurt people.

NO!

Just one chance... have to blow out a whole cartridge to catch it all.

Got it!

You know, in any other situation, this might look kind of bad.

Until you remember that you're dealing--

--with your friendly, neighborhood--

--Spider-M--

--ow!

Unnngh!

Heavier than I thought... don't know which is gonna give out first, me, the web, or the ledge...hope I can do this....

C'mon, Pete...it's just like what you told MJ after we ate three-day-old Polynesian food out of the fridge.

What goes down....

...must...

...come...

...UP!

C'mon...there has to be some way off here...get clear before he comes back and...

Huh... news didn't say anything about an eclipse today...

KER-WHAAM

Perfect. With any luck, it hit him before he could react.

Because we've been at this for two hours now, ever since the bank, and I still haven't figured out how to stop this guy.

KER-RASH!

BANK OF

That's it, run! Tell 'em the Shaker's in town! Tell 'em--

Tell 'em, "I'm too lame to come up with a better name than Shaker."

Tell 'em that you--

AAAAGHH!

Feels like he's tearing me apart from the inside out!

C-can't control my m-muscles... spasming... got to get clear, g-got to get--

Clear!

I knew then that this guy was gonna be trouble. He could even vibrate my webbing right off that suit.

So let's hope this did it, or--

Nuts.

Cute. Real freakin' cute.

See how funny you find *this.*

WHAM!

"Probably the hardest part for me has been trying *not* to think about Peter during the day."

Uh, oh--

I mean, after all, I spent so many days and nights worried about every little sneeze that...

Well, old habits die hard, I suppose.

Looking back, it's almost silly. I mean, there I'd be, worried and sleepless because he had the sniffles, or he'd gone out into the rain without his galoshes, and now...

...and now...

Well, it really is a whole new world, isn't it?

"So the best way I can honor Peter is to respect why he does this.

"He puts himself at risk so that people like Mary Jane and myself can go about our normal lives.

"Every day.

"Even Saturday."

Yeah, it's a cruddy way to spend my Saturday, in freaking line at the freaking cell phone store, y'know?

I pay for analog *and* freaking digital but I can't *get* the freaking digital where I work 'cause of all the equipment, and the analog's got freaking *static!*

I mean, can you freaking *believe* it? For what I freaking *pay* every month? I oughta shove this phone up somebody's--

Aaahhh!

Oops!

Ohjeez! Ohjeez! Ohjeez!

NUTS!

CRUNCH!

You! What the heck's *wrong* with you? What the freak *happened?*

Freaking accident.

Yeah? Well, I oughta--

--oughta--

Fine, whatever, this place sucks anyway.

"I try to honor and respect him by looking for my own victories every day.

"And hoping, always hoping--

"--for his victories along the way."

FOXX NEWS EXCLUSIVE

This guy just isn't slowing down. That suit must be doing most of the work for him, which figures, since it was designed to work deep underground, alone, under terrific pressure.

Come on, Peter... think your way out of this. He can shatter lead, steel, granite, stone, brick--

You got one last chance to get outta here before I disburse your moleculars all over the place!

--grammar textbooks...

Wait a minute...

SPA - GY POOL LOCKER

That's it. That's *it!*

So, ya decided to leave?

Something like that.

Got you!

No, I got you!

-- r-ribs shaking...feel them starting to fracture--bones grinding...m-muscles tearing apart...just one more minute... one...mmm-more...m-minuute--

MADE IT!

WHOA!

Hey! What's the idea!?

TOWELS

Glad you asked.

If you think this is gonna stop me by messing up the suit, forget it; the guys that made it made sure it was waterproof.

Shhh... I'm giving a science lesson.

You see, a tidal wave is caused when seismic activity sets up a vibration of sufficient amplitude and frequency to get the water in motion.

Such amplitude, from a single source in an enclosed environment, where the frequency would bounce back and forth, would result in...well, for lack of a better term, let's call it a series of extremely dense and volatile waves that would hit you like a ton of bricks.

Uh, oh....

And they would keep hitting you, over and over, every second until someone could help you turn off the equipment.

Just like a wall of solid water, a jackhammer slamming into you over and over and over and over and--

AAAAGGHHH!

OWWWW! I give up! I give up!

AAAAGGHHH!

You know he just gave up, right?

I'm in no hurry.

"I'm so proud of him."

I still worry about him, now more than ever, and I still try to look after him, as much as he'll let me, and there are times it's so hard to accept *what* he is--

But never *who* he is. Never that.

BEEP BOOP BEEP BEEP

If you'll excuse me a moment--

BEEP BOOP BEEP BEEP

Hello?

May? Hey, MJ told me you got a cell phone. I wanted to be the first one to call you. Any trouble with the store?

No, Peter, no trouble at all.

Terrific. Listen, you want to get together with MJ and me for dinner and a movie? It's Saturday night, after all, and a hot babe like you should be out on the town.

I'd love to. Thank you, Peter.

Great, I'll pick you up at seven, if you'll be done with your usual mysterious Saturday walk by then.

Nothing mysterious about it at all, Peter. I'm just saying hello to some friends.

See you at seven.

Well, I have to go. I'll come by again next week.

Good night.

PARKER

RICHARD PARKER R.I.P.

MARY PARKER R.I.P.

BEN PARKER R.I.P.

PARKER

RICHARD PARKER RIP

MARY PARKER RIP

BEN PARKER RIP

#502

--and I'll have the salmon salad.

Very good, madam, and to drink?

Iced tea.

And you, sir?

Can I get a burger, or something? I know it's not on the menu, but--

YOU WANT PANTS WITH THAT?

I'm sure the chef can approximate a burger, if that is what sir prefers.

Sir prefers.

And to drink?

Coffee.

I believe sir misunderstood. Would you care for something to *drink?*

Yes, I'll have a *coffee.*

Sir--

Do you *have* coffee?

Coffee is considered by the cafe to be an *after*-lunch beverage. To be served with perhaps a nice chocolate mousse, or a creme brulee, should sir be so inclined--

--unless sir would prefer a popsicle, which I'm sure we can find at the local 7-Eleven--

--but in the happy interim, the cafe considers a during-lunch or dinner drink to be, well, a drink, a Margarita, a martini, perhaps a cola--

I...

...want...

...a...

...cup...

...of...

...coffee...

...right... now.

Very well, sir knows best what sir wants; nonetheless coffee is not a *drink*, it's a *beverage*....

And you're a--

Peter--

All right, all right...

I swear I've seen that waiter before. Do you think he's following us?

Waiters go from restaurant to restaurant.

I wouldn't be surprised if we've seen him before some-where else.

Probably America's Most Wanted.

It doesn't matter. What matters is--

I wanted to have a nice brunch, and talk to you about--

--well, about the work, really.

I took kind of a break while we worked things out between us, and I think we've made some real progress. I think this is where we both need to be, together.

I agree.

Good. Because I need to start getting back to work. Like you, I have my career, and that may mean going away for a while. But I won't go if it'll tear us apart again.

MJ, I--

WEEEE-OOOOOO

WEEEE-OOOOOO

WEEEE-OOOOOO
WEEEE-OOOOOO

To answer your question...would *you* wait for *me*, knowing I was going out to deal with this?

Of course I would. You know I would.

I'd wait for you for as long as it took for you to come back.

"Then I will wait for you, for as long as it takes for you to come back, MJ.

"But only for the rest of my life. Anything beyond that, we have to negotiate. Deal?"

"Deal."

Go get 'em, sweetie.

GETOUTTATHEWAY!

Meshugge.

--no, it's all set. He'll be giving an award to the local Boys and Girls Club tomorrow at noon. I've got it covered.

Don't worry. One shot, that's all I need. The killshot. That's all I've *ever* needed. Just make sure the money's in place.

Right. I'll call when it's done.

Well?

Nothing to do with you, just another of those police chases.

Good. So, is it ready? I need it for a job.

Of course it's ready. Leo Zelinsky never fails in these things.

There. A work of art. I took it in a little in the back, gives it a tapered look. Very trim. I thought you wouldn't mind.

Perfect. It's a killer, that's for sure.

"So what're you gonna do about it, Grandpa?"

What do you mean, what am I gonna do about it? What's to do?

But you heard him--

It's none of our business. What a client does outside is between them, the police and God. Who am I to judge?

But this isn't something he did before he got here. This is something he's ***gonna*** do. If you don't stop him--

And what am I going to do, Michael?

My business depends on guaranteeing privacy for my customers. It's the promise I make to each of them, good and bad. I break that once, my business goes belly-up. Worse still, if he gets away, he'll come here and I can't protect you from someone like that.

I can't get involved.

Dad once said you used to tell him stories about how your dad used to watch people passing by when he was in the camp in Poland, and he just wanted one of them, any of them, to look at him, to get involved.

He said that ***you*** said the most cowardly thing a man could do is to not get involved when something wrong is being done to someone.

Somebody's gonna die tomorrow if you don't do something, Grandpa. And you're the only one who knows. Dad used to say--

I know what he said. I know what he *would* say.

And it's that kind of talk got him killed. He asked me to take care of you, and I have to do that. I have to protect you.

"I can't put other people first. I can't do for them if it means risking you, Mikey. I just can't.

"There's nothing I can do.

"I can't get involved."

Meshugge...

Could tonight be any more dead?

NIRS

Lombar

Not that I'm complaining, of course.

Well, okay, I am complaining.

It's just that I *shouldn't* complain. A quiet night is a peaceful night. A peaceful night is a good night. And a good night--

--is a night when I'm not bored out of my brain.

I could go back home, hang with MJ, but I know the second I decide to go home, something always happens.

So maybe that's the trick.

Well...it's awfully quiet tonight.

Yep. Awfully quiet.

May as well head home. Nice warm bed. Nice warm cup of hot chocolate. Nice warm wife. Yep, no reason to stay out here in the dark and the cold.

Oh, well. I guess it doesn't always--

Hey, up there, Mister Bug Guy, down here--

Mister Bug Guy?

What, you got webs in your ears? Hello--

You talking to me?

What, you see another bug guy anywhere around here? Yeah, you.

You're talking to me?

I'm talking to you.

This had better be good. I'm very busy.

So what's the problem?

Yeah, I can see that.

It's--

You have to stand like that? You can't talk to somebody like a normal person?

It's a lifestyle thing. Go on.

Somebody's gonna be killed tomorrow. I'm pretty sure it's the District Attorney. It's gonna happen at some big award they're giving at the Boys and Girls Club.

Yeah? How do you know?

It's a long story, and I'm cold. You got a place we can go? Like some kind of Spider Cave, or an underground mansion, or--

I got a place.

You got a place?

"I got a place."

This by you is a place?

You don't like it?

KATZ

delicatessen

It's...just a little exposed, you know? If somebody sees me talking to you--

Don't worry. I came here a couple months ago, around Halloween. The guy who works the counter figured it was just a costume. When I kept coming back the same way he decided I'm some nut who *thinks* he's Spider-Man.

Watch.

Hey! I'm Spider-Man, right? Tell the guy I'm Spider-Man!

Yeah, yeah, you're Spider-Man.

And I'm Dorothy. Just a minute, while I get my red freaking shoes on...

See? Now, how did you--

Can I ask you a question first?

Sure.

Who did your costume?

I don't--

See, I'm looking at your costume--

Uniform.

--whatever, and it's...well, it's not very good, is it? I mean, it says spider, and if that's all you want it to say, that's terrific, who am I to judge? As a symbol, it makes a statement.

But as a piece of clothing, not so good.

MENU

For starters, you wanna eat, you gotta pull up your mask. Very inconvenient. You could have a nice little something there, a vent, maybe a mouthpiece, you can close it with velcro, or leave it open --

Wait a second--

The fabric, I'm guessing spandex, something like that. You overheat a lot in this thing, don't you? You got no weatherproofing, no proper ventilation... you could get athlete's foot all over your body in a thing like this.

So who designed it?

I did.

Well, see, there's your problem. You want a job done right, you go to a professional. That's me, that's who I am, what I do, and how I come to know what I know.

The name's Leo Zelinsky. I'm a tailor.

PULL

25¢

"I got a nice little shop down on 23rd Street near Eighth. Used to be a nice part of town, now...not so terrific. Massage parlors, drunks, freaks...what you call a neighborhood in transition.

LEO'S TAILORING

"So we don't get a lot of walk-in traffic. But there was one night, about five, six years ago--"

Sorry, I'm CLOSED

Hey, pal--

--you wanna give a guy a hand here? I was just inna fight with these guys, then there was this blast and--

You got something in a seventy waist? And I gotta have stretch in the inseam or I chafe.

IF I DO THE NO-

SPORTS

Let me see what I can do.

After that, word got around. My business depends on word of mouth, same as everybody else. A friend tells a friend--

"--next thing I know, I'm up to my *tuchis* in spandex.

So, Mister Marvel--

Mar-Vell.

--I think you need to find one look and stay with it. Changing every few months, this can't be good. You need a consistent look.

But I like the wrist bands. Accessorizing is very important, Mr. Marvel.

Mar-*Vell*.

"Some it was an honor to serve. Legends, from when I was a boy.

Shouldn't you take care of that injury first? The shirt can wait--

The important things have to be fixed first.

"A real mensch, you know what I'm saying?"

I've seen 'em all. A bunch of the Avengers, the X-guys, had Daredevil in a couple of times... I give 'em all the privacy they want, have 'em come in the back way so there's no danger of being exposed--

"--as well as fixing stuff, I even help some of 'em come up with their costumes and ideas."

But I wanna be the Wolf.

It's too generic. Besides, there's already a Wolverine out there, you want to be different, be your own person. Everybody wants to be some kinda wolf. It's strictly yesterday.

How about the Ferret? Ever seen a ferret? My niece, she's got two. Very cute, very smart, very tough--

But I don't want to *be* the Ferret.

Just think about it, that's all I'm saying.

Like I said, word got around. Thing is, word gets around to all kinds of people. Some good--

"--some not so much.

Fix it.

"And it's not like you can argue, right?"

Wait a minute...you work for the good guys *and* the bad guys? And you don't see anything wrong with this?

A guy goes into a restaurant, orders a cheese sandwich, you give it to him. Does that make the guy behind the counter a bad guy?

Good guys, bad guys, we all gotta eat, we all gotta wear clothes.

So I'm thinking of just wearing a thong from now on, like those Sumo wrestlers. What do you think?

"Though some days that works out better than other days."

Because some of my clients don't get along with some of my other clients, I decided to break it up.

I see heroes Mondays, Wednesdays and Saturdays. Bad guys I see Tuesdays and Thursdays.

It's mostly after hours, in my shop downstairs. But I made it real comfortable. Got things to read while they wait.

Mondays, Wednesdays and Saturdays, I put out Time, Newsweek, the papers.

Tuesdays and Thursdays I put out Gun Magazine, Penthouse--

I get it.

"Thor, very nice guy. Wears a fifty-six long. It's snug on him, but that's how he likes it.

"Reads gardening magazines. And Modern Bride."

I figure he's either a real romantic kind of guy, or his hammer leans a little to the left, if you know what I'm saying.

Is there a point to *any* of this?

One of my new customers, calls himself Killshot--

--I don't know real names, I never look under masks, I just hear the names they want to tell me--

--I heard him talking on the phone about shooting someone at the award presentation tomorrow. My guess is the DA.

What they do before they come to me is none of my business. But this is *going* to happen, unless I do something.

So why come to me? Why not tell the police?

Good or bad, ***all*** my clients demand total privacy. If I tell the police, they'll come around asking questions, and my clientele will disappear. For the same reason, I can't tell any of my other clients, even the good guys.

I need someone who's not a client, someone who can just stumble across the situation and deal with it. It doesn't hurt that you're from the neighborhood.

How do you know I'm from around here?

Go ahead, ask me again with that Queens accent how I know you're from the neighborhood.

I don't have an accent.

Yes, you do.

No, I don't.

Look, Bug Guy, everybody who comes to the city for more than an hour, suddenly they're all talking like Tony Soprano. You're a New Yorker, everybody knows that, so you got an accent. Deal.

It's just... I never thought about it...I thought everybody else has an accent, it never occurred to me--

Main thing is, I don't want this to come back to haunt me. Not so much for myself, but I got a grandson I got to look out for. I don't want him to get hurt.

And I don't want him to think his grandfather didn't do the right thing when it counted.

"So don't screw it up."

"For starters, you wanna eat, you gotta pull up your mask. Very inconvenient. You could have a nice little something there, a vent, maybe a mouthpiece, you can close it with velcro, or leave it open--"

You have *got* to stop having coffee so late at night.

I'm hip.

"--are very pleased to present this award to one of our most deserving citizens, District Attorney Sam Whitehall."

Thank you. It's an honor to receive this award for citizenship from such an important organization. The Boys and Girls Club of America has been instrumental in helping guide the youth of tomorrow into new hopes for today.

CLAP!CLAP!CLAP!CLAP!CLAP!CLAP!CLAP!CLAP!CLAP!CLAP!CLAP!CLAP!

Similarly, I would like to take this opportunity to announce that my office will be commencing a new crackdown on organized crime in New York designed to break the backs of these groups.

As long as these organizations exist, we can never have for our children the today, or the tomorrow, we want for them.

THWIPP!

What the--

I keep telling you, if you can't play nice with others, we're going to have to take your toys away.

Yeah? Well, don't worry--

BLAMMBLAMMBLAMM

--I've got more where that came from.

You know, for somebody--

--who's supposed to be--

--such a good shot--

--you have a hard time hitting the target.

Not true. I hit exactly what I was aiming at.

What're you--

HELP!

HELP! SOMEBODY!

Ohjeez--

AAAAA!

--ohGod ohGodoh God--

It's okay, I've got you!

Nice job...

Have to time this just right!

...very nice, Mike. But you may want to keep the fabric tight as it goes through the sewing machine, so it doesn't bunch up.

Here, let me show you--

SINGER

You! This is *your* fault!

Mr. Killshot? I don't know what you're--

SHUT UP!

Nobody knew about the job but my employer and me. *Nobody!*

You heard me talking to him, didn't you?

Look, I'm telling you the truth--

Who else did you talk to? The police? *Who?*

TELL ME THE TRUTH! RIGHT NOW!

Grandpa!

Mike!

RUN, MIKEY! RUN!

LET GO!

BLAM!

That's twice today you made me miss. But you know what they say.

Third time's the charm.

Everybody down! I've got him!

You see that?

Yeah, it was--

CRASHHH!

WHOA!

Yo, I've seen this before...my sister got one of those spa wraps, just like this...they use, like, seaweed and stuff.

Hey, bro, how much you have to pay for this?

Mfrph drzzkfh--

"So you wouldn't mind repeating that for the judge?"

I'd be happy to. Man comes bursting in here like that, no good reason, what's the neighborhood coming to?

I just happened to be passing by the ceremony and saw the reflection of his gun.

Well, I'm glad you did, or I wouldn't be here right now. Funny thing, though--

--the suspect said you run some kind of secret business here, that you knew in advance what was going on. Said we should search the place.

Did he?

Yeah. Though if what he's saying is true, then that means I owe both of you my life.

But what're the odds on that, right?

C'mon, boys. We've got better things to do.

Have a good day, fellas.

You too. Hey, any time you need a little nip and tuck, you know where to find me.

You going to be okay now?

Yeah, I think so. The clients will raise an eyebrow, but the way it went down, thanks to you, I don't think they'll ask too many questions.

Grandpa Leo saved my life!

Yes, he did. You know why? Because clothes don't make heroes. What makes a hero is what happens in your heart. It's--

You're really corny, you know that? You sound like my teachers.

Sorry. He's excited, that's all.

It's okay. He's got a point. So what's with the paper?

A little thank you for this, for saving my business, me... just for everything. I designed something for you, if you ever want to upgrade to a better look.

"See, the mistake most heroes make is the uniform is just the uniform; once it's on, they're stuck with it.

"So how about a reversible jacket. Outside, it's your symbol. You turn it inside-out, with a neutral pair of slacks, bingo, you're all civilian again.

"You ever need a look like this, you come and see me.

Spider-Man of the future

"I'll give you a good price."

End

“SPIDER-MAN’S STANDING AS POP CULTURE’S MOST SPECTACULAR EVERYMAN IS WARMLY AFFIRMED.”

—ENTERTAINMENT WEEKLY

BIRTHDAY PUNCHES

Peter Parker spends his birthday as Spider-Man fighting an interdimensional threat that’s descended on Manhattan alongside a Who’s Who of the Marvel Universe — including the Fantastic Four, Iron Man, the X-Men’s Cyclops and Dr. Strange.

The fight culminates in a trip through time, where Peter/Spider-Man revisits all his greatest battles — against the likes of Doctor Octopus, the Green Goblin, Venom and more — and one very special unexpected reunion!

Collecting *Amazing Spider-Man #57-58* and *#500-502*, written by **J. Michael Straczynski** (TV’s *Babylon 5*) and illustrated by **John Romita Jr.** (*Incredible Hulk*).